

RECORDATION NO. 19609-EEE  
FILED

DEC 10 '04 3-21 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

December 6, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Bill of Sale and Partial Release, dated July 2, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement and Trust Indenture (GATC Trust No. 95-2) previously filed with the Commission under Recordation Number 19609.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: U.S. Bank National Association  
(successor to State Street Bank and Trust  
Company of Connecticut, N.A.)  
225 Franklin Street  
Boston, MA 02110

Indenture Trustee: JPMorgan Chase Bank,  
(successor in interest to  
Bank One, National Association)  
1 Bank One Plaza  
Chicago, IL 60670

Mr. Vernon A. Williams  
December 6, 2004  
Page Two

A description of the railroad equipment covered by the enclosed document is:

Two railcars GATX 064686 and GATX 064727

A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

19609-EEE  
FILED

DEC 10 '04 3-21 PM

**BILL OF SALE AND PARTIAL RELEASE**

**SURFACE TRANSPORTATION BOARD**

U.S. Bank National Association, not in its individual capacity, but solely as Trustee under GATC Trust 95-2 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 95-2) dated as of September 12, 1995 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 064686 and GATX 064727 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One Trust Company, as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 95-2) dated as of September 12, 1995 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledge that the Units are no longer subject to the Lease.

Dated: July 2, 2004

U.S. Bank National Association, not in its individual capacity, but solely as Owner Trustee

By:  \_\_\_\_\_  
Title: **DONALD E. SMITH** \_\_\_\_\_  
**VICE PRESIDENT** \_\_\_\_\_

J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One Trust Company, not in its individual capacity, but solely Indenture Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

**BILL OF SALE AND PARTIAL RELEASE**

U.S. Bank National Association, not in its individual capacity, but solely as Trustee under GATC Trust 95-2 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 95-2) dated as of September 12, 1995 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 064686 and GATX 064727 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One Trust Company, as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 95-2) dated as of September 12, 1995 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledge that the Units are no longer subject to the Lease.

Dated: July 2, 2004

U.S. Bank National Association, not in its  
individual capacity, but solely as Owner Trustee


By: \_\_\_\_\_  
Title: \_\_\_\_\_

J.P. Morgan Trust Company, N.A. successor-in-  
interest to Bank One Trust Company, not in its  
individual capacity, but solely Indenture Trustee

By: Mietka Collins  
Title: Mietka Collins  
**Assistant Vice President**

State of Massachusetts     )  
  ) SS:  
County of Suffolk         )

On the 4<sup>th</sup> day of July, 2004, before me personally appeared **DONALD E. SMITH**, to me known, who being by me duly sworn, says that (s)he is a **VICE PRESIDENT** of U.S. Bank National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires: 2/7/08

State of Illinois         )  
  ) SS:  
County of Cook         )

On the \_\_\_\_ day of \_\_\_\_\_, 2004 before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, say that (s)he is a \_\_\_\_\_ of J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

State of Massachusetts     )  
  ) SS:  
County of Suffolk         )

On the \_\_\_\_ day of \_\_\_\_\_, 2004, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that (s)he is a \_\_\_\_\_ of U.S. Bank National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

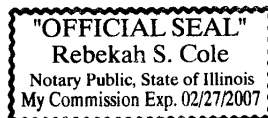
\_\_\_\_\_  
Notary Public


[Notarial Seal]

My commission expires:

State of Illinois         )  
  ) SS:  
County of Cook         )

On the 19<sup>th</sup> day of July, 2004 before me personally appeared Mieika Collins, to me known, who being by me duly sworn, say that (s)he is a Assistant Vice President of J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



  
Notary Public

[Notarial Seal]

My commission expires: